

Gist of proceedings of the 27th Annual General Meeting of New Delhi Television Limited held on August 7, 2015

The 27th Annual General Meeting (the Meeting) of the members of New Delhi Television Limited (the Company) was held on August 7, 2015 at 3.30 PM at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010.

Dr. Prannoy Roy, Executive Co-Chairperson, chaired the proceedings of the Meeting.

Total 23,405 members (including proxies) attended the Meeting as per the records of attendance.

On request of the Chairperson, Mr. Navneet Raghuvanshi, the Company Secretary of the Company read the Auditors Report.

The Chairperson informed the members that pursuant to the provisions of the Companies Act, 2013, rules framed thereunder and the Listing agreement, the Company had provided the remote e-voting facility to its members, to cast their votes electronically on all the resolutions set forth in the Notice convening the 27th AGM in proportion to their shareholding as on July 31, 2015. The remote e-voting commenced at 09.00 a.m. (IST) on August 3, 2015 and ended at 05.00 p.m. (IST) on August 6, 2015. The facility for voting through physical polling was made available at this Meeting for members who had not cast their vote through remote e-voting, in proportion to their shareholding as on July 31, 2015.

The Chairperson further informed that the Company had engaged the services of Karvy Computershare Private Limited (Karvy) as an agency to provide remote e-voting facility and had appointed Mr. Hemant Kumar Singh and Mr. Prashant Kumar Balodia, Practicing Company Secretaries, as Scrutinizer(s) for the purpose of scrutinizing remote e-voting and physical poll, respectively.

The Chairperson explained the objective of all the four (4) resolutions with the members proposing and seconding them.

Thereafter, the Chairperson ordered a Poll to be taken at the Meeting requesting all the members present to cast their votes through physical polling under the supervision of Scrutinizer.

The Chairperson announced that the Consolidated Scrutinizer's Report shall be placed on the website of the Company and the website of Karvy.

The Chairperson then thanked the members for attending the Meeting.

The Meeting concluded after the members polled their votes through physical ballots and the Scrutinizer took the possession of ballot boxes in his safe custody.



Details of Voting Results

S. N.	DESCRIPTION					
A	DATE OF AGM			07-08-2015		
B	BOOK CLOSURE DATE			24-07-2015 TO 30-07-2015 (BOTH DAYS INCLUSIVE)		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE i.e. JULY 31, 2015			44,986		
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY			23,405		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	3	0	3	3,96,15,168	61.45
	PUBLIC	23,285	117	23,402	2,51,302	0.39
	TOTAL	23,288	117	23,405	3,98,66,470	61.84
E	No. of shareholders attended the meeting through Video conferencing: - Not applicable					

Agenda – Wise

Item Nos.	Details of Agenda	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/ Postal ballot/ E-voting)	Remarks
1.	<p>To receive, consider and adopt:</p> <p>a. the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and</p> <p>b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.</p>	Ordinary	Poll & E-voting	The resolution was passed with requisite majority
2.	Appointment of Director in place of Mr. Vikramaditya Chandra (DIN: 01179738), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Poll & E-voting	The resolution was passed with requisite majority
3.	Appointment of M/s. B S R & Associates LLP (FRN: 116231W/W-100024), Chartered Accountants, as Statutory Auditors of the Company, in place of retiring auditors M/s. Price Waterhouse (FRN 301112E),	Ordinary	Poll & E-voting	The resolution was passed with requisite majority



	Auditors of the Company, in place of retiring auditors M/s. Price Waterhouse (FRN 301112E), Chartered Accountants, to hold office from the conclusion of this meeting until the conclusion of 32nd Annual General Meeting of the Company, to be held in the year 2020 (subject to ratification of the appointment by the Members of the Company at every Annual General Meeting held after this Annual General Meeting) and fixation of their remuneration.			majority
4.	Re-appointment of Mr. Pramod Bhasin (DIN: 01197009), as a Non – Executive Non – Independent Director of the Company, liable to retire by rotation.	Ordinary	Poll & E-voting	The resolution was passed with requisite majority

For **NEW DELHI TELEVISION LIMITED**



Navneet Raghuvanshi
Company Secretary



New Delhi Television Limited - Voting Results of Annual General Meeting held on August 7, 2015 as per Clause 35A of the Listing Agreement

Details of Agenda No. 1 - To receive, consider and adopt - (a) the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and (b) audited consolidated financial statements of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon

Resolution required - Ordinary Resolution

Mode of voting - Poll & E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	39615168	39615168	100	39615168	100	0	0
Public - Institutional holders	4146307	60000	1.4471	60000	100	0	0
Public-Others	20709792	195071	0.9419	195071	100	0	0
Total	64471267	39870239	61.8419	39870239	100	0	0

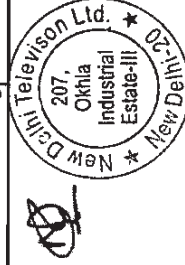
The above resolution has been duly approved with overwhelming majority by the members of the Company as Ordinary resolution

Details of Agenda No. 2 - Appointment of Director in place of Mr. Vikramaditya Chandra (DIN: 01179738), who retires by rotation and being eligible, offers himself for re-appointment

Resolution required - Ordinary Resolution

Mode of voting - Poll & E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	39615168	39615168	100	39615168	100	0	0
Public - Institutional holders	4146307	60000	1.4471	60000	100	0	0
Public-Others	20709792	152371	0.7357	152371	100	0	0
Total	64471267	39827539	61.7756	39827539	100	0	0



Details of Agenda No.3 - Appointment of M/s. B S R & Associates LLP (FRN: 116231W/W-100024), Chartered Accountants, as Statutory Auditors of the Company, in place of retiring auditors, M/s. Price Waterhouse (FRN 301112E), Chartered Accountants, to hold office from the conclusion of this meeting until the conclusion of 32nd Annual General Meeting of the Company, to be held in the year 2020 and to fix their remuneration

Resolution required - Ordinary Resolution

Mode of voting - Poll & E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	39615168	39615168	100	39615168	100	0	0
Public - Institutional holders	4146307	60000	1.4471	60000	100	0	0
Public-Others	20709792	195071	0.9419	195071	100	0	0
Total	64471267	39870239	61.8419	39870239	100	0	0

The above resolution has been duly approved with overwhelming majority by the members of the Company as Ordinary resolution

Details of Agenda No. 4 - Re-appointment of Mr. Pramod Bhasin (DIN: 01197009) as Non - Executive Non - Independent Director of the Company, liable to retire by rotation

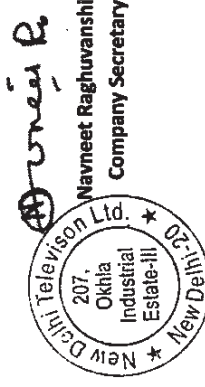
Resolution required - Ordinary Resolution

Mode of voting - Poll & E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	39615168	39615168	100	39615168	100	0	0
Public - Institutional holders	4146307	60000	1.4471	60000	100	0	0
Public-Others	20709792	194988	0.9415	194988	100	0	0
Total	64471267	39870156	61.8417	39870156	100	0	0

The above resolution has been duly approved with overwhelming majority by the members of the Company as Ordinary resolution

For NEW DELHI TELEVISION LIMITED



Date- August 8, 2015
Place - New Delhi

Navneet Raghuvanshi
Company Secretary

Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Voting at the AGM through Physical Ballot Form

To,
Mr. K.V.L. Narayan Rao
Executive Vice-Chairperson, nominated by the Chairman to receive this Report for the 27TH Annual General Meeting of the Equity Shareholders of New Delhi Television Limited held on August 7, 2015 at 3:30 p.m. at Air Force Auditorium, Subroto Park, DhaulaKuan, New Delhi - 110010

Dear Sir,

We, Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, Practicing Company Secretaries having its office at 306, Surya Complex, 21, Veer Savarkar Block, ShakarPur, Delhi-110092 and Prashant Balodia, Partner of P. Balodia & Co, Practicing Company Secretaries, having its office at A-53, First Floor, Guru Nanak Pura, Laxmi Nagar, Delhi-110092 were appointed as Scrutinizer(s) by **NEW DELHI TELEVISION LIMITED** ("the Company") to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 27th Annual General Meeting of the Equity Shareholders of the Company.


The Notice dated June 30, 2015 convening the 27th Annual General Meeting along with statement setting out material facts under Section 102 of the Companies Act, 2013, as applicable, were sent to the shareholders in respect of the below mentioned resolutions to be passed at the Annual General Meeting of the Equity Shareholders of the Company held on August 7, 2015.


The Company had availed the remote e-voting facilities offered by Karvy Computershare Private Limited for conducting remote e-voting by the Equity Shareholders of the Company.

The remote e-voting period remain opened from Monday, August 3, 2015(9:00 am) and concluded at 5.00 pm on Thursday, August 6, 2015.

The Shareholders holding shares as on July 31, 2015 were entitled to vote on the proposed resolutions as set out in the Notice of the Annual General Meeting of the Company.

The votes were unblocked on August 7, 2015, around 4.15 pm in the presence of two witnesses, Mr. Pratham Malhotra R/o. D-87, Nihal Vihar, Nangloi, New Delhi - 110041 and Ms. Priya, R/o 17/2, Geeta Colony, Delhi-110031, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Mr. Pratham Malhotra.
(Witness)


Ms. Priya
(Witness)



Further, the Chairman announced the poll at the Annual General Meeting for the Shareholders who had attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for the poll by the Chairman, i.e. between 3.40 p.m. to 4.00 p.m., ballot boxes kept for polling were locked in our presence.

The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy Computershare Private Limited, the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

1. The result of the e-voting as well as physical ballot polled at the Annual General Meeting is as under:

Resolution 1 - To receive, consider and adopt:

- a. the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
- b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in favour	Number of votes cast in favour	% of total number of valid votes cast
e-Voting	8	20861708	8	20861708	8	20861708	100
Physical Ballot	116	19008549	114	19008531	114	19008531	100
Total	124	39870257	122	39870239	122	39870239	100

b) Votes against the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in against	Number of votes cast in against	% of total number of valid votes cast
e-Voting	8	20861708	8	20861708	0	0	0
Physical Ballot	116	19008549	114	19008531	0	0	0
Total	124	39870257	122	39870239	0	0	0

[Handwritten Signature]



c) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	2	5
Total	2	5

Resolution 2 - Appointment of Director in place of Mr. Vikramaditya Chandra (DIN: 01179738), who retires by rotation and being eligible, offers himself for re-appointment.

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in favour	Number of votes cast in favour	% of total number of valid votes cast
e-Voting	8	20861708	8	20861708	8	20861708	100
Physical Ballot	116	19008549	112	18965831	112	18965831	100
Total	124	39870257	120	39827539	120	39827539	100

b) Votes against the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in against	Number of votes cast in against	% of total number of valid votes cast
e-Voting	8	20861708	8	20861708	0	0	0
Physical Ballot	116	19008549	112	18965831	0	0	0
Total	124	39870257	120	39827539	0	0	0

c) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	4	42705
Total	4	42705



Resolution 3 - Appointment of M/s. B S R & Associates LLP (FRN: 116231W/W-180024), Chartered Accountants, as Statutory Auditors of the Company, in place of retiring auditors, M/s. Price Waterhouse (FRN 301112E), Chartered Accountants, to hold office from the conclusion of this meeting until the conclusion of 32nd Annual General Meeting of the Company, to be held in the year 2020 and to fix their remuneration.

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in favour	Number of votes cast in favour	% of total number of valid votes cast
e-Voting	8	20861708	8	20861708	8	20861708	100
Physical Ballot	116	19008549	114	19008531	114	19008531	100
Total	124	39870257	122	39870239	122	39870239	100

b) Votes against the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in against	Number of votes cast in against	% of total number of valid votes cast
e-Voting	8	20861708	8	20861708	0	0	0
Physical Ballot	116	19008549	114	19008531	0	0	0
Total	124	39870257	122	39870239	0	0	0

c) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot*	2	5
Total	2	5

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Resolution 4 - **Re-appointment of Mr. Pramod Bhasin (DIN: 01197009) as Non - Executive Non - Independent Director of the Company, liable to retire by rotation.**

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules framed thereunder and subject to such approval(s) as may be required, Mr. Pramod Bhasin (DIN: 01197009), who was appointed as Non - Executive Non-rotational Independent Director of the Company in the Annual General Meeting held on September 8, 2014 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Non - Executive Non - Independent Director of the Company, liable to retire by rotation, with immediate effect.

RESOLVED FURTHER THAT Mr. K.V.L. Narayan Rao, Executive Vice-Chairperson, Mr. Vikramaditya Chandra, Group CEO and Executive Director, Mr. Ajay Mankotia, President-Corporate Planning and Operations and Mr. Navneet Raghuvanshi, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient including to sign, execute, submit application(s), agreement(s), document(s) and letter(s) as may be required to give effect to this resolution.”

a) Voted in favour of the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in favour	Number of votes cast in favour	% of total number of valid votes cast
e-Voting	8	20861708	8	20861708	8	20861708	100
Physical Ballot	116	19008549	113	19008448	113	19008448	100
Total	124	39870257	121	39870156	121	39870156	100

b) Votes against the resolution:

Particulars	Number of members voted	Total number of shares held by them	Total number of valid members	Total number of valid votes	Total number of members voted in against	Number of votes cast in against	% of total number of valid votes cast
e-Voting	8	20861708	8	20861708	0	0	0
Physical Ballot	116	19008549	113	19008448	0	0	0
Total	124	39870257	121	39870156	0	0	0






c) Invalid votes

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	3	88
Total	3	88

II. The Registers, all other papers and relevant records relating to electronic voting and physical ballot have been handed over to the Company Secretary of the Company.

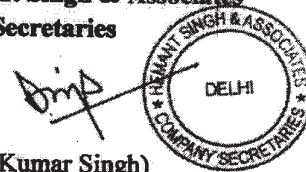
Thanking you,
Yours faithfully

For P. Balodia & Co.
Company Secretaries



(Prashant Kumar Balodia)
Partner
FCS 6047

For Hemant Singh & Associates
Company Secretaries



(Hemant Kumar Singh)
Partner
FCS 6033

Place: New Delhi
Date: 08-08-2015
Time: 15.35 HRS.

